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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF KEVIN W. KRAMER
IN SUPPORT OF MOTION TO
ENFORCE THE AUTOMATIC STAY
AGAINST RICK BOWLINGER AND
BOTTINI & BOTTINI, INC., PURSUANT
TO 11 U.S.C. § 362(A)(3)**

Date: April 24, 2019
Time: 9:30 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: April 10, 2019
4:00 p.m. (Pacific Time)

1 I, Kevin Kramer, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am an attorney admitted *pro hac vice* to practice before this Court and an employee
5 of the law firm Weil, Gotshal & Manges, LLP, which represents PG&E Corporation (“**PG&E**
6 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
7 (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). I
8 submit this declaration in support of the Debtors’ Motion (the “**Motion**”) to Enforce the Automatic
9 Stay against Rick Bowlinger (“**Bowlinger**”) and Bottini & Bottini, Inc. (“**Bottini Inc.**”), pursuant to
10 11 U.S.C. §§ 362(a)(3). I am authorized to submit this declaration on behalf of the Debtors and, if
11 called upon, would testify to the facts set forth herein.

12 2. Attached hereto as Exhibit A is a true and correct copy of the complaint, not
13 including exhibits thereto (the “**Derivative Complaint**”), in the matter of *Bowlinger v. Chew et al.*,
14 No. CGC-18-572326 (S.F. Super. Ct. Dec. 24, 2018) (the “**Derivative Action**”). The Derivative
15 Complaint asserts derivative claims on behalf of the Debtors against certain of the Debtors’ current
16 and former directors and officers (the “**D&O Defendants**”), and names the Debtors as nominal
17 defendants. In filing the Derivative Complaint, and in taking the other actions described in this
18 Motion, Bowlinger acted through his counsel of record in the Derivative Action, Bottini Inc.

19 3. Attached hereto as Exhibit B is a true and correct copy of Notice of Stay of
20 Proceedings, dated February 1, 2019, filed by the Debtors in the Derivative Action.

21 4. Attached hereto as Exhibit C is a true and correct copy of Plaintiff’s Response to
22 Nominal Defendants PG&E Corporation and Pacific Gas and Electric Company’s Notice of Stay of
23 Proceedings, dated February 5, 2019, filed by Bowlinger in the Derivative Action.

24 5. Attached hereto as Exhibit D is a true and correct copy of Order Granting Complex
25 Designation and for Single Assignment, dated February 8, 2019, issued by the presiding court in the
26 Derivative Action.

1 6. Attached hereto as Exhibit E is a true and correct copy of a letter from Mr. Theodore
2 E. Tsekerides to Mr. Francis. A. Bottini, dated February 25, 2019 (the “**February 25 Letter**”). On
3 February 25, 2019, I emailed the February 25 Letter to Mr. Bottini on behalf of Mr. Tsekerides.

4 7. As of March 4, 2019, neither Mr. Tsekerides nor I had received a response to the
5 February 25 Letter. On March 4, 2019, I placed a call to Mr. Bottini to confirm receipt and to
6 determine whether Bowlinger and Bottini Inc. would agree that the Derivative Action is stayed. I
7 was unable to reach Mr. Bottini, and instead left a message with the receptionist requesting that Mr.
8 Bottini return my call.

9 8. As of March 6, 2019, neither Mr. Tsekerides nor I had received a response to the
10 February 25 Letter. On March 6, 2019, I left a voicemail with Mr. Bottini, again seeking to confirm
11 receipt of the February 25 Letter.

12 9. On March 7, 2019, I spoke with Mr. Bottini via phone. Mr. Bottini informed me that
13 he had not received the February 25 Letter, that his assistant normally monitors his email and had
14 been out of the office recently, and that I should fax the letter to him. Mr. Bottini then asserted that
15 the automatic stay did not apply to the D&O Defendants in the Derivative Action, and refused to
16 cease further prosecuting the Derivative Action against the D&O Defendants.

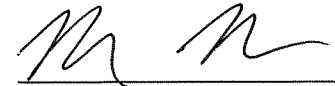
17 10. Attached hereto as Exhibit F is a true and correct copy of my email to Mr. Bottini,
18 dated March 7, 2019 (the “**March 7 Email**”), along with the attachments thereto.

19 11. As of the date of this filing, neither Bowlinger nor Bottini Inc. has responded in
20 writing to the February 25 Letter or the March 7 Email.

21 12. Certain of the Debtors’ current and former directors and officers are named as
22 defendants in five other state and federal derivative actions in which various plaintiffs have asserted
23 derivative claims on behalf of the Debtors. *See In re California North Bay Fire Derivative*
24 *Litigation*, No. CGC-17-562591 (S.F. Super. Ct. Apr. 13, 2018); *Hagberg v. Chew et al.*, No. CGC-
25 19-573190 (S.F. Super. Ct. Jan. 25, 2019); *OFPRS v. Chew et al.*, No. 3:18-cv-04698-RS (N.D. Cal.
26 Aug. 3, 2018); *Williams v. Earley et al.*, No. 3:18-cv-07128-RS (N.D. Cal. Nov. 21, 2018);
27 *Blackburn v. Meserve et al.*, No. 3:19-cv-00501-JST (N.D. Cal.) (Jan. 28, 2019). The Debtors filed
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1 notices of stay in each of those proceedings alerting the presiding courts and respective plaintiffs that
2 the matters are automatically stayed with regard to all parties, and none of those plaintiffs have
3 contended the application of the automatic stay to derivative actions.

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5 Executed on March 14, 2019



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Kevin W. Kramer